

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

Roger Krueger; Jeffrey Olson;  
Edward Pope; Deborah Tuckner;  
Bernice Hillukka; Susan Wones; and  
Margene Bauhs, individually and as  
representatives of a class of similarly  
situated persons, and on behalf of the  
Ameriprise Financial 401(k) Plan,

Plaintiffs,

v.

Ameriprise Financial, Inc.;  
Ameriprise Financial, Inc. Employee  
Benefits Administration Committee;  
Michelle Rudlong; Ameriprise  
Financial, Inc. 401(k) Investment  
Committee; Compensation and  
Benefits Committee of the Board of  
Directors of Ameriprise Financial,  
Inc.; Ira D. Hall; Warren D.  
Knowlton; W. Walker Lewis; Siri S.  
Marshall; Jeffrey Noddle; Richard F.  
Powers III; Robert F. Sharpe, Jr.;  
John Does 1-60; Jeffrey P. Fox; Phil  
Wentzel; Jeffrey A. Williams; Martin  
S. Solhaug; Kristi L. Peterson;  
Timothy V. Bechtold; and Brent  
Sabin,

Defendants.

Civil File No. 11-CV-02781 (SRN/JSM)

**DEFENDANTS' MOTION TO DISMISS  
THE FIRST AMENDED COMPLAINT  
FOR FAILURE TO STATE A CLAIM**

Defendants Ameriprise Financial, Inc., Ameriprise Financial, Inc. Employee  
Benefits Administration Committee, Michelle Rudlong, Ameriprise Financial, Inc. 401(k)  
Investment Committee, Compensation and Benefits Committee of the Board of

Directors of Ameriprise Financial, Inc., Ira D. Hall, Warren D. Knowlton, W. Walker Lewis, Siri S. Marshall, Jeffrey Noddle, Richard F. Powers III, Robert F. Sharpe, Jr., Jeffrey P. Fox, Phil Wentzel, Jeffrey A. Williams, Martin S. Solhaug, Kristi L. Peterson, Timothy V. Bechtold, and Brent Sabin hereby respectfully move the Court for an Order dismissing the Class Action Complaint with prejudice in its entirety for failure to state a claim, pursuant to Federal Rules of Civil Procedure Rule 12(b)(6). This motion is based upon all the files and records herein, including the parties' memorandum of law and all exhibits and affidavits thereto, which will be submitted in compliance with the rules of Court, as well as the arguments of counsel.

Dated: April 11, 2012

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